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January 10, 2005

John L. Clark

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Federal Communications Commission
Wireline Competition Bureau - CPD214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

**Re: In the Matter of Telscape Communications, Inc., Transferor, and
GP/T Holdings, LLC, Transferee, Application for authority
pursuant to Section 214 of the Communications Act of 1934, as
amended, for the transfer of control of an authorized domestic
common carrier**

Dear Sir/Madame:

Enclosed for filing, on behalf of Telscape Communications, Inc. and GP/T Holdings, LLC, please find an original and six copies of the above-identified combined application. This application requests approval for the acquisition by GP/T Holdings, LLC of control over Telscape Communications, Inc. A separate application has been filed electronically with the International Bureau.

Also enclosed is a completed Fee Remittance Form 159. As noted, the filing fee has been paid by credit card. After filing this application, please return a date-stamped copy to me in the enclosed self-addressed stamped envelope. Thank you very much.


Very truly yours,



John L. Clark

Enclosures

REMITTANCE ADVICE

(1) LOCK BOX # 358145		<div style="border: 1px solid black; padding: 2px;">SPECIAL USE ONLY</div> <div style="border: 1px solid black; padding: 2px;">FCC USE ONLY</div>	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) John L. Clark		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 505 Sansome Street, Suite 900			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY San Francisco		(7) STATE CA	(8) ZIP CODE 94111
(9) DAYTIME TELEPHONE NUMBER (include area code) 415-765-8443		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0012405973		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Telscaep Communications, Inc.			
(14) STREET ADDRESS LINE NO. 1 606 E. Huntington Drive			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Monrovia		(17) STATE CA	(18) ZIP CODE 901016
(19) DAYTIME TELEPHONE NUMBER (include area code) 626-415-1016		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0005040522		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT John L. Clark , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE 		DATE 1/10/06	

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION

WASHINGTON, D.C. 20554

In the matter of

Telscape Communications, Inc.
Transferor

and

GP/T Holdings, LLC
Transferee

WC Docket No. 05 _____

Application for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized domestic common carrier.

APPLICATION

GP/T Holdings, LLC ("GP/T" or "Transferee") and Telscape Communications, Inc. ("Telscape" or "Transferor"), collectively "Applicants," hereby request, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the Federal Communications Commission ("Commission") Rules, 47 C.F.R. § 63.04, authority for the transfer of control of Telscape to GP/T.

I. SUMMARY OF TRANSACTION

Pursuant to a stock purchase agreement, GP/T Holdings, LLC ("GP/T"), which is a California limited liability company, will acquire, through a new investment entity that is being formed for the purposes of this transaction ("NewHoldCo"), approximately 68% of the issued and outstanding shares of stock of Telscape Communications, Inc. ("Telscape"). The stock will

be purchased from Telscape Holdings, Inc. ("Holdings"), which currently holds all of Telscape's stock. Under the stock purchase agreement, the purchase price will be paid in cash, as of the closing, subject to standard adjustments. Holdings will then distribute the cash payment to its shareholders. As part of the transaction, certain existing minority shareholders in Holdings will re-acquire indirect equity interests in Telscape, which they will hold through NewHoldCo, and certain new investors will acquire indirect equity interests in Telscape, which they, likewise, will hold through NewHoldCo. In addition, employment agreements will be entered into between Telscape and its existing principal executive management team, Ruben Garcia, who is Telscape's chief executive officer, and Philip Siegel, who is Telscape's chief financial officer. Following the change in control, Telscape will continue providing service to its customers, without change, and in accordance with all of its existing tariffs and contracts. Thus, the transaction will be completely transparent to Telscape's customers. A chart showing the post-transaction ownership structure is attached as Exhibit A.

II. REQUEST FOR STREAMLINED PROCESSING

This application is eligible for streamlined processing under Sections 63.03 of the Commission's Rules, 47 C.F.R. § 63.03 because, immediately following the transaction: (1) the Applicants and their affiliates (as defined in Section 3(1) of the Communications Act, "Affiliates") combined, will hold less than a ten percent (10%) share of the interstate interexchange market; (2) to the extent that the Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services will be provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) none of the Applicants or their Affiliates is dominant with respect to any U.S. domestic telecommunications service.

III. STATEMENT OF PUBLIC INTEREST

Telscape currently is controlled, indirectly, by TSG Capital Fund III, LP ("TSG"), which holds a majority of Holdings' stock. (As noted above, Holdings is Telscape's parent company and owns 100% of Telscape's stock.) TSG is an equity investment fund and is reaching the end of its established life. Under the terms of the TSG fund's sunset provisions, the fund's managers are obligated to liquidate the fund's interests in Holdings at this time. Telscape's management and remaining shareholders have worked diligently to negotiate a sale of the fund's shares to investors who have a demonstrated interest in promoting Telscape's continued operation in a manner consistent with the needs of Telscape's customers. GP/T meets this key criterion. Its investment in Telscape's on-going business will provide it with a significant stake in Telscape's future success, and will provide Telscape with a strong partner whose expertise and position in the financial marketplace should significantly enhance Telscape's ability to access the capital it needs in order to fund continued growth and transition to new technologies.

For these reasons, Applicants respectfully submit that this application is in the public interest and should be granted without delay.

IV. SECTION 63.04 INFORMATION

(1) Names, Addresses, and Telephone Numbers of Applicants

(1) Transferor

Telscape Communications, Inc.
606 E. Huntington Drive
Monrovia, California 91016
Tel: 626-415-1016
Fax: 626-252-3490
FRN: 0005040522

(2) Transferee

GP/T Holdings, LLC
10880 Wilshire Blvd., Ste. 500
Los Angeles, CA 90024
Tel: 310-696-4001
Fax: 310-696-4007
FRN: 0014498513

(2) Jurisdiction of Organization

Telscape is a corporation formed under the laws of the State of Delaware.

GP/T is a limited liability company formed under laws of the State of California.

(3) Contact Information

All correspondence and other communications concerning this application should be directed to:

John L. Clark
Goodin, MacBride, Squeri
Ritchie & Day LLP
505 Sansome Street, 9th Floor
San Francisco, California 94111
Tel: 415-765-8443
Fax: 415-398-4321
E-mail: jclark@gmssr.com

(4) Ownership

(i) Ownership of Transferee The following individuals own or control a 10% or greater equity or voting interest in GP/T Holdings, LLC:

Name and Address	Citizenship	Principal Business	Percentage Ownership/Controlling Interest
Nathan Johnson 10880 Wilshire Blvd., Ste. 500 Los Angeles, CA 90024	United States	Investment Manager	16%
Matthew Johnson 10880 Wilshire Blvd., Ste. 500 Los Angeles, CA 90024	United States	Investment Manager	16%

No other individual or entity owns or controls a 10% or greater equity or voting interest in GP/T Holdings, LLC.

(ii) Current Ownership of Licensee/Transferor

(a) The following entity holds 100% ownership interest in Telscape Communications, Inc.:

Name and Address	Citizenship	Principal Business	Percentage Ownership Interest in Telscape Communications, Inc.
Telscape Holdings, Inc. 606 E. Huntington Drive Monrovia, California 91016	United States	Holding Company	100% interest

(b) The following entity holds a 10% or greater ownership interest in Telscape Holdings, Inc.:

Name and Address	Citizenship	Principal Business	Percentage Ownership Interest in Telscape Holdings, Inc.
TSG Capital III, L.P. 3530 Post Road, Suite 306 Southport, CT 06890	United States	Investment Fund	96%

No other person holds a 10% or greater ownership interest in Telscape Holdings, Inc.

(c) The following entities hold a 10% or greater ownership interest in

TSG Capital III, L.P.:

Name and Address	Citizenship	Principal Business	Percentage Ownership Interest in TSG Capital III, L.P.
Oregon Public Employee's Pension System Oregon State Treasury 350 Winter Street NE, Suite 100 Salem, OR 97301-3896	United States	State Pension Fund	15%
State Board of Administration of Florida 1801 Hermitage Blvd. Tallahassee, Florida 32308	United States	State Pension Fund	19%
Washington State Investment Board 2100 Evergreen Park Drive SW Olympia, Washington 98502	United States	State Pension Fund	15%

No other person holds a 10% or greater ownership interest in TSG Capital III, L.P., and no person holds a 10% or greater ownership interest in any of the foregoing pension funds.

(iii) Post-Transaction Ownership of Licensee/Transferor

Following consummation of the proposed transaction, all direct ownership interests in Telscape Communications, Inc. will be held by a new, non-operating holding company (NewHoldCo). NewHoldCo will be formed as of, or before, the date of closing under the laws of the United States and will maintain its principal office at 606 E. Huntington Drive, Monrovia, California 91016. The following persons will, indirectly through NewHoldCo, own a 10% or greater equity or voting interest in Telscape Communications, Inc.:

Name and Address	Citizenship	Principal Business	Percentage Ownership/Controlling Interest in Telscape ¹
GP/T Holdings, LLC 10880 Wilshire Blvd., Ste. 500 Los Angeles, CA 90024	United States	Investment Company	68%
Gemini Partners, Inc. 10880 Wilshire Blvd., Ste. 500 Los Angeles, CA 90024	United States	Investment Company	18%
Ruben Garcia	United States	Telecommunications	10%

The following individuals each hold 50% interests in, and share control of, Gemini Partners, Inc. and GP/T Holdings, Inc. Therefore, under the Commission's rules, each of them is attributed with 100% of the interests held by those two companies (i.e., 68% plus 18%):

Name and Address	Citizenship	Principal Business	Percentage Ownership/Controlling Interest
Nathan Johnson 10880 Wilshire Blvd., Ste. 500 Los Angeles, CA 90024	United States	Investment Manager	86%
Mathew Johnson 10880 Wilshire Blvd., Ste. 500 Los Angeles, CA 90024	United States	Investment Manager	86%

No other person or entity will own or control a 10% or greater direct or indirect ownership interest in Telscape Communications, Inc.

(5) As evidenced by its signature to this application, below, each party certifies under penalty of perjury under the laws of the United States that it is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

¹ The ownership interests stated in this application are approximate and may change slightly upon finalization and closing of the transaction. However, no such change will affect the identification of ownership and controlling interest holders.

(6) A description of the transaction is set forth above in section I of this application.

(7) Telscape is a non-dominant interexchange and competitive local exchange carrier operating in California and Nevada. Telscape provides intrastate, interstate, and international telephone service to residential customers. GP/T is an investment fund company that holds and manages investments.

(8) As noted above, this application is eligible for streamlining because, immediately following the transaction: (1) the Applicants and their affiliates (as defined in Section 3(1) of the Communications Act, "Affiliates") combined, will hold less than a ten percent (10%) share of the interstate interexchange market; (2) to the extent that the Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services will be provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) none of the Applicants or their Affiliates is dominant with respect to any U.S. domestic telecommunications service.

(9) Through a related application being filed electronically, Applicants are seeking authority for the transfer of control with respect to Telscape's international Section 214 authorization.

(10) Applicants are not seeking special consideration of this application as neither party is facing imminent business failure.

(11) Not applicable.

(12) A statement showing how grant of this application will serve the public interest, convenience, and necessity is set forth above in Section III.

CONCLUSION

As demonstrated in this application, Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this application.

Respectfully submitted this 5th day of January 2006 at San Francisco, California.

GOODIN, MACBRIDE, SQUERI,
RITCHIE & DAY, LLP

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San Francisco, California 94111

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By



John L. Clark

Attorneys for Applicants

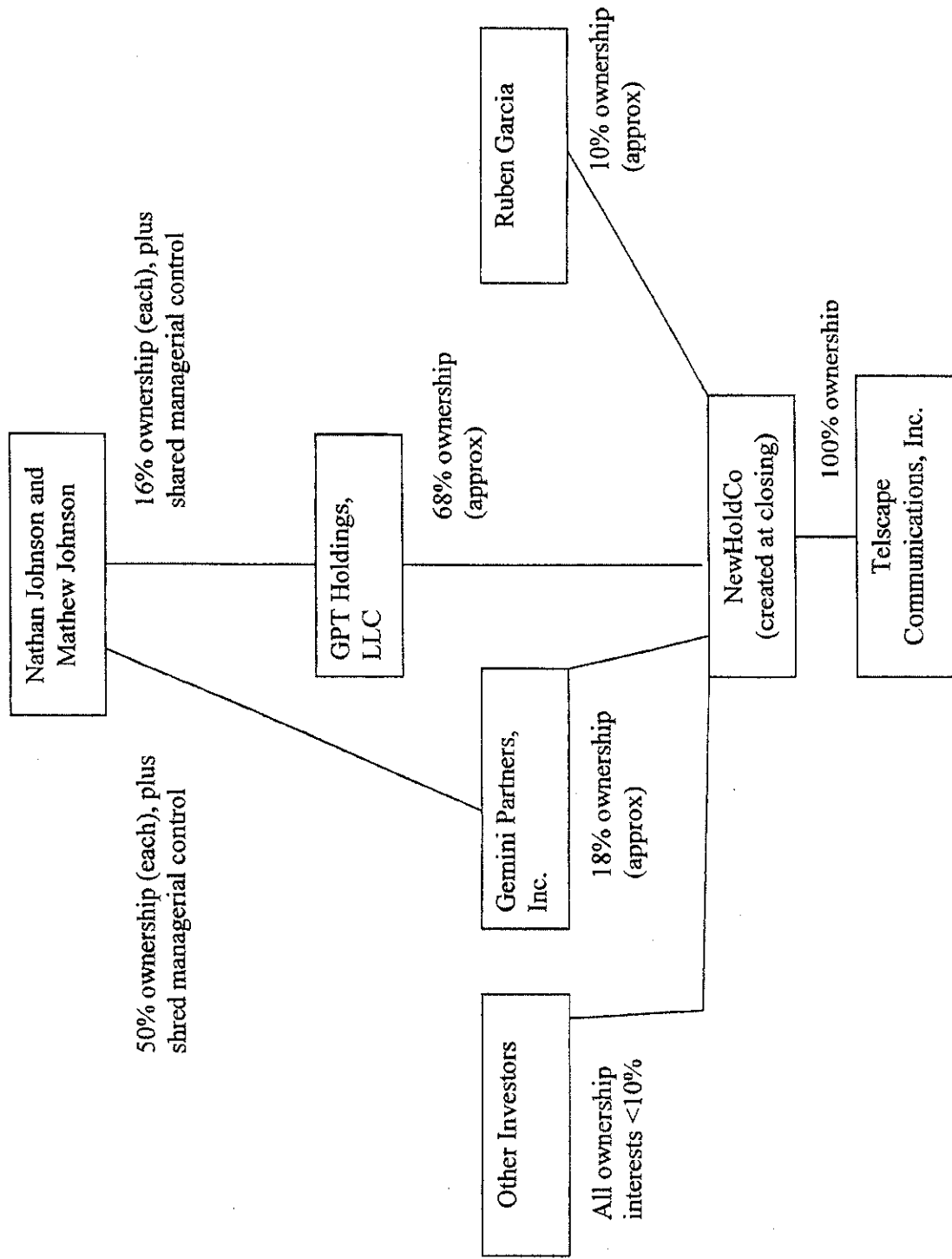
LIST OF ATTACHMENTS

EXHIBIT A – POST-TRANSACTION STRUCTURE

CERTIFICATION OF TRANSFEREE

CERTIFICATION OF TRANSFEROR

EXHIBIT A - POST-TRANSACTION STRUCTURE



CERTIFICATION OF TRANSFEREE

On behalf of GP/T Holdings LLC, I hereby certify under penalty of perjury under the laws of the United States that I am a manager of GP/T Holdings LLC, that I am authorized to make this certification on its behalf, and that the statements in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith.

By: 


Name: Nathan Johnson

Title: Manager

Date: 1/5/06

CERTIFICATION OF TRANSFEROR

On behalf of Telscape Communications, Inc., I hereby certify under penalty of perjury under the laws of the United States that I am an officer of Telscape Communications, Inc., that I am authorized to make this certification on its behalf, and that the statements in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith.

By: 

Name: Ruben Garcia

Title: Chief Executive Officer

Date: 1-5-06